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- and -

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Counsel to the Debtors and  
Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

----- X  
In re: : Chapter 11  
:   
CIRCUIT CITY STORES, INC., : Case No. 08-35653 (KRH)  
et al., :   
:   
Debtors. : Jointly Administered  
----- X

**ORDER GRANTING FIFTH INTERIM FEE APPLICATION OF  
ERNST & YOUNG LLP, AS ACCOUNTING AND TAX CONSULTANTS  
FOR THE DEBTORS, FOR THE PERIOD BEGINNING  
NOVEMBER 1, 2009 THROUGH JANUARY 31, 2010**

Upon consideration of the Fifth Interim Fee Application  
of Ernst & Young LLP as Accounting and Tax Consultants for  
the Debtors for the Period of November 1, 2009 through  
January 31, 2010 (the "Application"); and the Court having  
reviewed the Application and the Court having determined

that the relief requested in the Application is necessary and appropriate; and it appearing that proper and adequate notice of the Application has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

**ORDERED, ADJUDGED, AND DECREED that:**

1. The Application meets the requirements of the Bankruptcy Code and the compensation and reimbursement of expenses sought in the Application is both fair and reasonable.
2. The Application is hereby approved in its entirety, and compensation for the Application Period in the total amount of \$194,802.16 is hereby approved, and the Debtors are hereby authorized and directed to pay the unpaid portion of such compensation.
3. The reimbursement of expenses for the Application Period in the total amount of \$2,129.30 is hereby approved, and the Debtors are hereby authorized and directed to pay any unpaid portion of such reimbursements.

4. This Court will retain jurisdiction with respect to any dispute concerning the relief granted hereunder.

Dated: Richmond, Virginia  
\_\_\_\_\_, 2010

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UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

Gregg M. Galardi, Esq.  
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/s/ Douglas M. Foley  
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Counsel to the Debtors and Debtors in Possession

**CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)**

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley